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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

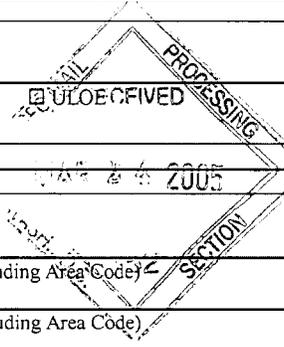
SEC USE ONLY table with fields: Prefix, Serial, DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Pacific Security Income Partners II, LP/Units of limited partnership interests

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6)

Type of Filing: New Filing, Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Pacific Security Income Partners II, LP

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

1250 Capital of Texas Highway, Building II, Suite 300, Austin, Texas 78746 (512) 329-2500

Address of Principal Business Operations (if different from Executive Offices) Same (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business Same

The Issuer has been formed for the purpose of buying, owning, and selling mineral interests, royalty interests, and overriding royalty interests in existing and future income-producing oil and gas properties that may be offered from time to time by Noble Royalties, Inc., a Texas corporation ("Noble")

Type of Business Organization

- corporation, limited partnership, already formed, Other (please specify), business trust, limited partnership, to be formed

PROCESSED

Actual or Estimated Date of Incorporation or Organization: Month 01, Year 05

MAR 29 2005 E

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) Actual [X] Estimated [ ]

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File: When To File: Where to File: Copies Required: Information Required: Filing Fee: There is no federal filing fee.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Handwritten signature

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Pacific Security Management, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1250 Capital of Texas Highway, Building II, Suite 300, Austin, TX 78746**

Check Box(es) that Apply:  Promoter  Beneficial Owner (1)  Executive Officer(2)  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Womack, Clay H.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1250 Capital of Texas Highway, Building II, Suite 300, Austin, TX 78746**

Check Box(es) that Apply:  Promoter  Beneficial Owner(1)  Executive Officer (2)  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Womack, Eleanor Piel, M.D.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1250 Capital of Texas Highway, Building II, Suite 300, Austin, TX 78746**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer(2)  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Womack, Daniel R.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1250 Capital of Texas Highway, Building II, Suite 300, Austin, TX 78746**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(1) Beneficial owner of parent of corporate general partner.

(2) Executive officer of corporate general partner.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... **\$25,000**
3. Does the offering permit joint ownership of a single unit? Yes  No
4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

**Direct Capital Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1334 3<sup>rd</sup> Street Promenade, #200, Santa Monica, California 90401**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	X[AZ]	[AR]	X[CA]	X[CO]	[CT]	[DE]	[DC]	X[FL]	[GA]	X[HI]	[ID]
X[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	X[ME]	X[MD]	X[MA]	X[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	X[NV]	[NH]	[NJ]	[NM]	X[NY]	X[NC]	[ND]	X[OH]	[OK]	X[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	X[TX]	[UT]	[VT]	[VA]	X[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including Warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ <u>20,000,000</u>	\$ <u>605,000</u>
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ <u>20,000,000</u>	\$ <u>605,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>4</u>	\$ <u>605,000</u>
Non-accredited Investors .....	<u>-0-</u>	\$ <u>-0-</u>
Total (for filings under Rule 504 only) .....	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A .....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504 .....	<u>N/A</u>	\$ <u>N/A</u>
Total .....	<u>N/A</u>	\$ <u>N/A</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input type="checkbox"/>	\$ _____
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <u>(3)</u>
Other Expenses (identify) .....	<input type="checkbox"/>	\$ <u>(4)</u>
Total .....	<input type="checkbox"/>	\$ <u>0</u>

(3) Direct Capital Securities, Inc., an affiliate of the Issuer, will receive a 6% commission from Noble in connection with the Issuer's purchase of Royalty Interests from Noble

(4) The offering expenses, including legal, accounting, filing fees, and miscellaneous, which are estimated to be \$45,000, will be paid by the General Partner and reimbursed from the income of the Issuer.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

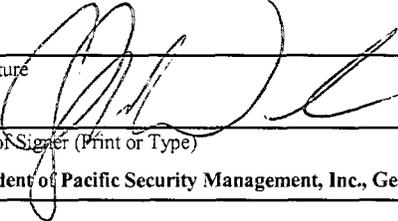
\$20,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors & Affiliates		Payments to Others	
Salaries and Fees .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or lease of plant buildings and facilities .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify) _____				
_____	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>20,000,000(5)</u>
Column Totals .....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>20,000,000</u>
Total Payments Listed (column totals added) .....			<input checked="" type="checkbox"/>	\$ <u>20,000,000</u>

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Pacific Security Income Partners II, LP</b>	Signature 	Date <b>3-16-05</b>
Name of Signer (Print or Type) <b>Clay H. Womack</b>	Title of Signer (Print or Type) <b>President of Pacific Security Management, Inc., General Partner</b>	

(5) Purchase of Royalty Interests from Noble.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**